



11-14-2002



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Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

RECOR  
TR

DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Ecutel PCS, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Tennessee Limited Liability Company
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 6-18-1998

2. Name and address of receiving party(ies)

Name: Ecutel PCS, LLC

Internal

Address:

Street Address: 4401 Ford Ave., Suite 1400

City: Alexandria State: VA Zip: 22302

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Virginia Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/472270

B. Trademark Registration No.(s)

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Steven A. Cohen, Esq.

Internal Address:

Arent Fox Kintner Plotkin & Kahn, PLLC

Street Address:

1050 Connecticut Avenue, NW

City: Washington State: DC Zip: 20036

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Steven A. Cohen, Esq.

Name of Person Signing

Signature

10-31-02

Date

Total number of pages including cover sheet, attachments, and document: 17

1/13/2002 LUKELLER 00000146 75472270

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

1 FC:8521

40.00 DP

TRADEMARK  
REEL: 002615 FRAME: 0588



ARTICLES OF MERGER  
MERGING  
ECUTEL PCS, LLC  
(A TENNESSEE LIMITED LIABILITY COMPANY)  
INTO  
ECUTEL ACQUISITION, LLC  
(A VIRGINIA LIMITED LIABILITY COMPANY)

The undersigned, pursuant to Section 13.1-1072 of the Virginia Limited Liability Company Act, hereby executes the following Articles of Merger.

**ARTICLE ONE**

The Agreement and Plan of Merger (the "Plan of Merger") adopted by the limited liability companies to effect this merger is attached to these Articles of Merger as EXHIBIT A.

**ARTICLE TWO**

The names of the limited liability companies which are parties to the merger and the names of the jurisdictions under the laws of which they are organized are as follows:

<u>Name of Limited Liability Company</u>	<u>Jurisdiction</u>
Feutel Acquisition, LLC ("Feutel Acquisition")	Virginia
Feutel PCS, LLC ("Feutel PCS-TN")	Tennessee

### **ARTICLE THREE**

The surviving limited liability company is Ecutel Acquisition. Pursuant to the Plan of Merger, upon the effective date, the name of the surviving limited liability company will be changed to "Ecutel PCS, LLC."

### **ARTICLE FOUR**

The Plan of Merger was adopted by Ecutel Acquisition in accordance with Section 13.1-1071 of the Virginia Limited Liability Company Act. The Agreement and Plan of Merger was approved by the members of each limited liability company that is a party to the merger in accordance with the limited liability company's Articles of Organization, Operating Agreement and applicable law.

### **ARTICLE FIVE**

The effective date of the merger is at 12:01 a.m., June 24, 1998.

### **ARTICLE SIX**

The merger of Ecutel PCS-TN into Ecutel Acquisition is permitted by the State of Tennessee, the state where Ecutel PCS-TN is organized, and Ecutel PCS-TN has complied with Tennessee law in effecting the merger.

IN WITNESS WHEREOF, the undersigned hereby acknowledges this AGREEMENT AND PLAN OF MERGER to be the act and deed of Ecutel Acquisition and Ecutel PCS-TN and that it, as the surviving business entity, executed the same as of the 16<sup>th</sup> day of June, 1998.

**ECUTEL ACQUISITION, LLC  
A VIRGINIA LIMITED LIABILITY COMPANY**

By: \_\_\_\_\_

John Harrison, Member

**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into this 18th day of June, 1998, pursuant to Section 13.1-1070 of the Virginia Limited Liability Compact Act and Section 48-244-101 of the Tennessee Limited Liability Company Act by and between Feutel Acquisition, LLC, a Virginia Limited Liability Company ("Feutel Acquisition") and Feutel PCS, LLC, a Tennessee Limited Liability Company ("Feutel PCS-TN").

**Recitals**

A. Feutel Acquisition and Feutel PCS-TN desire that Feutel PCS-TN be merged into Feutel Acquisition and that Feutel Acquisition be the surviving limited liability company in the merger.

B. Feutel Acquisition's Articles of Organization were filed in the office of the State Corporation Commission of Virginia on June 4, 1998.

C. Feutel PCS-TN's Articles of Organization were filed with the Secretary of State of the State of Tennessee on September 23, 1996.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be legally bound, agree as follows.

**Section 1. Merger; Effective Date.**

The merger of Feutel PCS-TN into Feutel Acquisition (the "Merger") shall become effective at 12:01 a.m., June 24, 1998 (the "Effective Date"). Feutel Acquisition shall be the surviving limited liability company in the Merger (the "Surviving Limited Liability Company").

**Section 2. Conversion of Membership Interests.**

(a) At the Effective Date, the membership interests of Feutel PCS-TN shall be converted into membership interests of Feutel Acquisition. All outstanding rights to acquire membership interests in Feutel PCS-TN, without any action on the part of the holder of such rights, shall be reclassified into and exchanged for rights to purchase an equal percentage of membership interests in Feutel Acquisition.

### **Section 3. Articles of Organization, Operating Agreements and Managers.**

(a) From the Effective Date, the Articles of Organization of Ecutel Acquisition shall continue in full force and effect as the Articles of Organization of the Surviving Limited Liability Company subject to the following amendment:

That the Articles of Organization of Ecutel Acquisition be amended by striking Article FIRST in its entirety and replacing therefor:

"FIRST The name of the limited liability company is "ECUTEL PCS, LLC" (the "Company")."

(b) The provisions of Ecutel Acquisition's Operating Agreement, and the status of Ecutel Acquisition's managers shall be unaffected by the Merger.

### **Section 4. Transfer of Property.**

On the Effective Date, the separate existence of Ecutel PCS-TN shall cease and all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of Ecutel PCS-TN (the "Assets") shall be transferred to, vested in, and devolve upon the Surviving Limited Liability Company without further act or deed. The Assets shall be as effectively the property of the Surviving Limited Liability Company as it was of Ecutel PCS-TN.

Ecutel PCS-TN hereby agrees that upon request of the Surviving Limited Liability Company or its successors or assigns, it will take any action, including the execution and delivery of documents, necessary to convey right, title and possession of the Assets to the Surviving Limited Liability Company. The proper members of Ecutel PCS-TN are fully authorized by and in the name of Ecutel PCS-TN or otherwise to take such action.

### **Section 5. Abandonment.**

This Agreement may be terminated and the Merger may be abandoned by a majority vote of the members of Ecutel PCS-TN or Ecutel Acquisition at any time before the Effective Date, notwithstanding approval of the Merger by the remaining members of such limited liability company.

IN WITNESS WHEREOF, the undersigned hereby acknowledge this AGREEMENT AND PLAN OF MERGER to be the act and deed of Ecutel Acquisition and Ecutel PCS-TN and that they executed the same as of the 18<sup>th</sup> day of June, 1998.

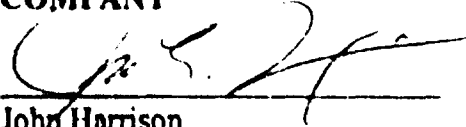
Attest:



Dzung Tran

**ECUTEL ACQUISITION, LLC  
A VIRGINIA LIMITED LIABILITY  
COMPANY**

By:



John Harrison

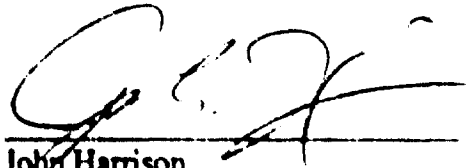
Attest:



Dzung Tran

**ECUTEL PCS, LLC  
A TENNESSEE LIMITED  
LIABILITY COMPANY**

By:



John Harrison

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

June 24, 1998

The State Corporation Commission finds the accompanying articles submitted on behalf of

ECUTEL ACQUISITION, LLC

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

ECUTEL PCS, LLC

is merged into ECUTEL PCS, LLC (formerly ECUTEL ACQUISITION, LLC), which continues to exist under the laws of VIRGINIA with the name ECUTEL PCS, LLC. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on June 24, 1998.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT  
CIS20436  
98-07-09-4053



**ARTICLES OF MERGER  
MERCING  
ECUTEL PCS, LLC  
(A TENNESSEE LIMITED LIABILITY COMPANY)  
INTO  
ECUTEL ACQUISITION, LLC  
(A VIRGINIA LIMITED LIABILITY COMPANY)**

The undersigned, pursuant to Section 13.1-1072 of the Virginia Limited Liability Company Act, hereby executes the following Articles of Merger.

**ARTICLE ONE**

The Agreement and Plan of Merger (the "Plan of Merger") adopted by the limited liability companies to effect this merger is attached to these Articles of Merger as EXHIBIT A.

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The names of the limited liability companies which are parties to the merger and the names of the jurisdictions under the laws of which they are organized are as follows:

<u>Name of Limited Liability Company</u>	<u>Jurisdiction</u>
Ecutel Acquisition, LLC ("Ecutel Acquisition")	Virginia
Ecutel PCS, LLC ("Ecutel PCS-LN")	Tennessee

### **ARTICLE THREE**

The surviving limited liability company is Ecutel Acquisition. Pursuant to the Plan of Merger, upon the effective date, the name of the surviving limited liability company will be changed to "Ecutel PCS, LLC."

### **ARTICLE FOUR**

The Plan of Merger was adopted by Ecutel Acquisition in accordance with Section 13.1-1071 of the Virginia Limited Liability Company Act. The Agreement and Plan of Merger was approved by the members of each limited liability company that is a party to the merger in accordance with the limited liability company's Articles of Organization, Operating Agreement and applicable law.

### **ARTICLE FIVE**

The effective date of the merger is at 12:01 a.m., June 24, 1998.

### **ARTICLE SIX**

The merger of Ecutel PCS-TN into Ecutel Acquisition is permitted by the State of Tennessee, the state where Ecutel PCS-TN is organized, and Ecutel PCS-TN has complied with Tennessee law in effecting the merger.

IN WITNESS WHEREOF, the undersigned hereby acknowledges this AGREEMENT AND PLAN OF MERGER to be the act and deed of Ecutel Acquisition and Ecutel PCS-TN and that it, as the surviving business entity, executed the same as of the 15<sup>th</sup> day of June, 1998.

**ECUTEL ACQUISITION, LLC  
A VIRGINIA LIMITED LIABILITY COMPANY**

By: \_\_\_\_\_

John Harrison, Member

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into this 18th day of June, 1998, pursuant to Section 13.1-1070 of the Virginia Limited Liability Compact Act and Section 48-244-101 of the Tennessee Limited Liability Company Act by and between Ecutel Acquisition, LLC, a Virginia Limited Liability Company ("Ecutel Acquisition") and Ecutel PCS, LLC, a Tennessee Limited Liability Company ("Ecutel PCS-TN").

**Recitals**

A. Ecutel Acquisition and Ecutel PCS-TN desire that Ecutel PCS-TN be merged into Ecutel Acquisition and that Ecutel Acquisition be the surviving limited liability company in the merger.

B. Ecutel Acquisition's Articles of Organization were filed in the office of the State Corporation Commission of Virginia on June 4, 1998.

C. Ecutel PCS-TN's Articles of Organization were filed with the Secretary of State of the State of Tennessee on September 23, 1996.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be legally bound, agree as follows:

**Section 1. Merger; Effective Date.**

The merger of Ecutel PCS-TN into Ecutel Acquisition (the "Merger") shall become effective at 12:01 a.m., June 24, 1998 (the "Effective Date"). Ecutel Acquisition shall be the surviving limited liability company in the Merger (the "Surviving Limited Liability Company").

**Section 2. Conversion of Membership Interests.**

(a) At the Effective Date, the membership interests of Ecutel PCS-TN shall be converted into membership interests of Ecutel Acquisition. All outstanding rights to acquire membership interests in Ecutel PCS-TN, without any action on the part of the holder of such rights, shall be reclassified into and exchanged for rights to purchase an equal percentage of membership interests in Ecutel Acquisition.

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(a) From the Effective Date, the Articles of Organization of Ecutel Acquisition shall continue in full force and effect as the Articles of Organization of the Surviving Limited Liability Company subject to the following amendment:

That the Articles of Organization of Ecutel Acquisition be amended by striking Article FIRST in its entirety and replacing therefor:

"FIRST: The name of the limited liability company is "ECUTEL PCS, LLC" (the "Company")."

(b) The provisions of Ecutel Acquisition's Operating Agreement, and the status of Ecutel Acquisition's managers shall be unaffected by the Merger.

### **Section 4. Transfer of Property.**

On the Effective Date, the separate existence of Ecutel PCS-TN shall cease and all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of Ecutel PCS-TN (the "Assets") shall be transferred to, vested in, and devolve upon the Surviving Limited Liability Company without further act or deed. The Assets shall be as effectively the property of the Surviving Limited Liability Company as it was of Ecutel PCS-TN.

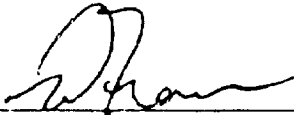
Ecutel PCS-TN hereby agrees that upon request of the Surviving Limited Liability Company or its successors or assigns, it will take any action, including the execution and delivery of documents, necessary to convey right, title and possession of the Assets to the Surviving Limited Liability Company. The proper members of Ecutel PCS-TN are fully authorized by and in the name of Ecutel PCS-TN or otherwise to take such action.

### **Section 5. Abandonment.**


This Agreement may be terminated and the Merger may be abandoned by a majority vote of the members of Ecutel PCS-TN or Ecutel Acquisition at any time before the Effective Date, notwithstanding approval of the Merger by the remaining members of such limited liability company.

IN WITNESS WHEREOF, the undersigned hereby acknowledge this AGREEMENT AND PLAN OF MERGER to be the act and deed of Ecutel Acquisition and Ecutel PCS-TN and that they executed the same as of the 18<sup>th</sup> day of June, 1998.

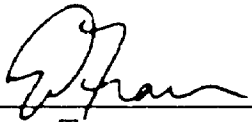
Attest:

  
\_\_\_\_\_  
Dzung Tran

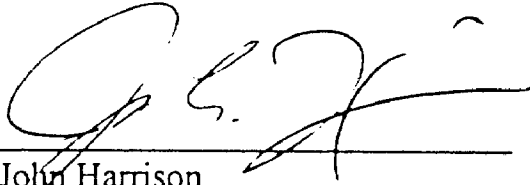
ECUTEL ACQUISITION, LLC  
A VIRGINIA LIMITED LIABILITY  
COMPANY

By:   
\_\_\_\_\_  
John Harrison

Attest:

  
\_\_\_\_\_  
Dzung Tran

ECUTEL PCS, LLC  
A TENNESSEE LIMITED  
LIABILITY COMPANY

By:   
\_\_\_\_\_  
John Harrison

S028848 - 2

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

June 24, 1998

The State Corporation Commission finds the accompanying articles submitted on behalf of

ECUTEL ACQUISITION, LLC

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

ECUTEL PCS, LLC

is merged into ECUTEL ACQUISITION, LLC, which continues to exist under the laws of VIRGINIA with the name ECUTEL ACQUISITION, LLC. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on June 24, 1998.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT  
CIS20436  
98-06-24-4052

ARTICLES OF ORGANIZATION  
OF  
ECUTEL ACQUISITION, LLC

FIRST: The name of the limited liability company is "ECUTEL ACQUISITION, LLC" (the "Company").

SECOND: The post-office address of the Company's registered office is 210 Woodland Terrace, Alexandria, Virginia 22302. The name of the Company's registered agent who is a resident of the Commonwealth of Virginia and is a member of the Company is John Harrison. The post-office address of the principal office of the Company is 210 Woodland Terrace, Alexandria, Virginia 22302. The registered office is located in the City of Alexandria.

THIRD: The purpose of the Company is (i) to conduct such business or businesses as the members determine from time to time and (ii) to carry on any and all such other activities as are necessary or appropriate in connection with the foregoing; provided, however, that nothing herein contained shall be deemed to authorize or permit the Company to carry on any business or exercise any power, or do any act which a company formed under the laws of the Commonwealth of Virginia may not at the time lawfully carry on or do.


FOURTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Company and/or its members:

A. No member of the Company is an agent for the Company solely by virtue of being a member, and no member has authority to act for and on behalf of the Company solely by virtue of being a member.

B. The undersigned person is authorized to execute and file these Articles of Organization and any other documents required, necessary, or permitted to be executed or filed on behalf of the Company with respect to the formation of the Company in accordance with the Virginia Limited Liability Company Act.

FIFTH: Any Operating Agreement of the Company must be in writing, signed by the members of the Company.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization the 1<sup>st</sup> day of June, 1998.

  
\_\_\_\_\_  
Name: Allan J. Weiner  
Title: Organizer



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

June 4, 1998

The State Corporation Commission has found the accompanying  
articles submitted on behalf of

ECUTEL ACQUISITION, LLC

to comply with the requirements of law, and confirms payment of  
all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF ORGANIZATION

be issued and admitted to record with the articles of organization  
in the Office of the Clerk of the Commission June 4, 1998.

STATE CORPORATION COMMISSION

By



Commissioner

DLLCACPT  
CIS20436  
98-06-04-4006

TRADEMARK

REEL: 002615 FRAME: 0604

RECORDED: 11/07/2002